


Name:			
Enrolment No:			
UPES End Semester Examination, May 2023			
Course: Corporate Governance Program: LL.M. (Corporate and Securities Law) Course Code: CLCL7009P		Semester: II Time: 03 hrs Max. Marks: 100	
Instructions: Rely on Indian statutory provisions, case studies, and current affairs wherever applicable.			
SECTION A (5Qx2M=10Marks)			
S. No.		Marks	CO
Q 1.	Who is a resident director?	2	CO1
Q 2.	Which companies must establish a stakeholder's relationship committee?	2	CO1
Q 3.	Who are key managerial personnel for a company?	2	CO1
Q 4.	Which committee's recommendation led to creation of the Companies Act, 2013?	2	CO1
Q 5.	When was the first committee report on corporate governance issued in India?	2	CO1
SECTION B (4Qx5M= 20 Marks)			
Write short notes:			
Q 6.	Shareholder's basic rights	5	CO2
Q 7.	SEBI LoDR and Corporate governance	5	CO2
Q 8.	German corporate governance system.	5	CO2
Q 9.	Japanese corporate governance system.	5	CO2
SECTION-C (2Qx10M=20 Marks)			
Q 10.	Analyse the duties of a company's director in India.	10	CO3
Q 11.	Discuss the purpose of the Stakeholder relationship Committee along with its functions.	10	CO3

SECTION-D
(2Qx25M=50 Marks)

Q 12.	<p>Case Study: XYZ Ltd. is an Indian Company listed on the BSE. The company's board has 12 directors consisting of 5 executive directors and 7 non-executive directors. Out of these 7 non-executive directors, 3 are independent.</p> <p>The BoD met 5 meetings of on 5th of February, May, June, September and October in the year 2023.</p> <p>Its paid-up capital is Rs. 35 crore, and turnover for year 2022-23 was Rs. 25,000 crore.</p> <p>It has around 950 shareholders, debenture-holders, and deposit-holders.</p> <p>Suggest the board committees (with minimum composition requirement) to be constituted by XYZ Ltd.</p>	25	CO3
Q 13.	<p>The DHFL scandal was the biggest corporate fraud of 2019, and is still under investigation. It is a classic case of meddling with the books. In this case, the "Bandra Books" were at the centre of the massive corporate fraud which is still under investigation. The supposed Bandra branch for which a parallel set of books exist, does not exist in reality.</p> <p>A forensic report declared: "out of the Rs. 23,815 crores shown as disbursed to Bandra Book entities in the accounts of the Company, only Rs. 11,755.79 crores was actually disbursed" to 91 entities, but was portrayed as comprising 2,60,315 home loan accounts. In fact, when the auditor "verified some of these "91 entities", it was found that 34 of them had invested part of the loan amount back into companies linked with DHFL. According to SEBI, if the fake income in the Bandra books is taken out, DHFL has been making losses for years. The fraud has allowed DHFL to raise a whopping Rs. 24,000 crores through public issue of debt securities.</p> <p>Questions:</p> <p>(a) Highlight the corporate governance principles violated in this case study. (15 marks)</p> <p>(b) Suggest at least three measures to prevent these violations (10 marks).</p>	25	CO3